

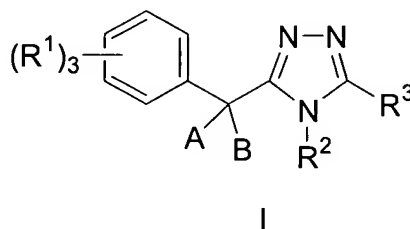
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claims 1-46 (canceled)

Claim 47 (new): A compound represented by Formula I:



or a pharmaceutically acceptable salt or solvate thereof, wherein:

A and B may be taken separately or together;

when taken separately,

A represents halo, C₁₋₆alkyl, OC₁₋₆alkyl or phenyl, said alkyl, phenyl and the alkyl portion of OC₁₋₆alkyl being optionally substituted with 1-3 halo groups; and

B represents H, halo, C₁₋₆alkyl, -OC₁₋₆alkyl, -SC₁₋₆alkyl, C₂₋₆alkenyl, phenyl or naphthyl, said alkyl, alkenyl, phenyl, naphthyl, and the alkyl portions of -OC₁₋₆alkyl and -SC₁₋₆alkyl being optionally substituted with 1-3 groups selected from halo, OH, CH₃O, CF₃ and OCF₃; and

when taken together,

A and B together represents C₁₋₄alkylene optionally substituted with 1-3 halo groups, and 1-2 R^a groups wherein R^a represents C₁₋₃alkyl, OC₁₋₃alkyl, C₆₋₁₀aryl or C₁₋₆alkylene or phenyl optionally substituted with 1-3 halo groups;

each R¹ represents H or is independently selected from the group consisting of: OH, halo, C₁₋₁₀alkyl, C₁₋₆alkoxy and C₆₋₁₀aryl, said C₁₋₁₀alkyl, C₆₋₁₀aryl and the alkyl portion of

C₁₋₆alkoxy being optionally substituted with 1-3 halo, OH, OC₁₋₃alkyl, phenyl or naphthyl groups, said phenyl and naphthyl being optionally substituted with 1-3 substituents independently selected from halo, OCH₃, OCF₃, CH₃, CF₃ and phenyl, wherein said phenyl is optionally substituted with 1-3 halo groups,

or two R¹ groups taken together represent a fused C₅₋₆alkyl or aryl ring, which may be optionally substituted with 1-2 OH or R^a groups, wherein R^a is as defined above;

R² and R³ are taken together or separately;

when taken together, R² and R³ represent (a) a C₃₋₈ alkanediyl forming a fused 5-10 membered non-aromatic ring optionally interrupted with 1-2 double bonds, and optionally containing 1-2 heteroatoms selected from O, S and N; or (b) a fused 6-10 membered aromatic monocyclic or bicyclic group, said alkanediyl and aromatic monocyclic or bicyclic group being optionally substituted with 1-6 halo atoms, and 1-4 of OH, C₁₋₃alkyl, OC₁₋₃alkyl, haloC₁₋₃alkyl, haloC₁₋₃alkoxy, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, C₁₋₃alkyl, OC₁₋₃alkyl, and said C₁₋₃alkyl and the C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups;

when taken separately,

R² is selected from the group consisting of: (a) C₁₋₁₄alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC₁₋₃alkyl, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH₃, OCF₃, CH₃ and CF₃, and said C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups; (b) phenyl or pyridyl optionally substituted with 1-3 halo, OH or R^a groups, with R^a as previously defined; (c) C₂₋₁₀ alkenyl, optionally substituted with 1-3 substituents independently selected from halo, OH and OC₁₋₃alkyl, said C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups; (d) CH₂CO₂H; (e) CH₂CO₂C₁₋₆alkyl; (f) CH₂C(O)NHR^a wherein R^a is as previously defined; (g) NH₂, NHR^a and N(R^a)₂ wherein R^a is as previously defined;

and R³ is selected from the group consisting of: C₁₋₁₄alkyl, C₂₋₁₀alkenyl, SC₁₋₆alkyl, C₆₋₁₀aryl, heterocyclyl and heteroaryl, said alkyl, alkenyl, aryl, heterocyclyl, heteroaryl and the alkyl portion of SC₁₋₆alkyl being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH₂, NHC₁₋₄alkyl, N(C₁₋₄alkyl)₂, C₁₋₄alkyl, OC₁₋₄alkyl, CN, C₁₋₄alkylS(O)_x- wherein x is 0, 1 or 2, C₁₋₄alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNHSO₂- and

(C₁₋₄alkyl)₂NSO₂⁻, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and

R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C₁₋₄alkyl, C₁₋₄alkylS(O)_x⁻, with x as previously defined, C₁₋₄alkylSO₂NH⁻, H₂NSO₂⁻, C₁₋₄alkylNHSO₂⁻, (C₁₋₄alkyl)₂NSO₂⁻, CN, OH, OC₁₋₄alkyl, and, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with 1-5 halo and 1 group selected from OH and OC₁₋₃alkyl.

Claim 48 (new): The compound of Claim 47 wherein A and B are taken separately and each represents a C₁₋₆alkyl group, optionally substituted with 1-3 halo groups.

Claim 49 (new): The compound of Claim 47 wherein two R¹ groups represent H and one R¹ is selected from the group consisting of: OH, halo, C₁₋₁₀alkyl, C₁₋₆alkoxy and C₆₋₁₀aryl, said C₁₋₁₀alkyl, C₆₋₁₀aryl and the alkyl portion of C₁₋₆alkoxy being optionally substituted with 1-3 halo, OH, OC₁₋₃alkyl, phenyl or naphthyl groups, said phenyl and naphthyl being optionally substituted with 1-3 substituents selected from: halo, OCH₃, OCF₃, CH₃, CF₃ and phenyl, wherein said phenyl is optionally substituted with 1-3 halo groups.

Claim 50 (new): The compound of Claim 47 wherein one R¹ group represents H and two R¹ groups are selected from the group consisting of: OH, halo, C₁₋₁₀alkyl and C₁₋₆alkoxy, said C₁₋₁₀alkyl and the alkyl portion of C₁₋₆alkoxy being optionally substituted with 1-3 halo groups.

Claim 51 (new): The compound of Claim 50 wherein two R¹ groups represent halo or methyl.

Claim 52 (new): The compound of Claim 47 wherein R² is taken separately from R³ and is selected from the group consisting of: (a) C₁₋₁₄alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC₁₋₃alkyl, and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH₃, OCF₃, CH₃ and CF₃, and said C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups; (b) phenyl or pyridyl optionally substituted with 1-3 halo, OH or R^a groups; (c) C₂₋₁₀

alkenyl, optionally substituted with 1-3 substituents independently selected from halo, OH and OC₁₋₃alkyl, said C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups; (d) CH₂CO₂H; (e) CH₂CO₂C₁₋₆alkyl; (f) CH₂C(O)NHR^a and (g) NH₂, NHR^a and N(R^a)₂, and

R^a represents C₁₋₃alkyl, OC₁₋₃alkyl, C₆₋₁₀arC₁₋₆alkylene or phenyl optionally substituted with 1-3 halo groups.

Claim 53 (new): The compound of Claim 47 wherein R² is taken separately from R³ and is C₁₋₁₄alkyl optionally substituted with 1-6 halo groups and 1-3 substituents selected from OH, OC₁₋₃alkyl and phenyl, said phenyl being optionally substituted with 1-4 groups independently selected from halo, OCH₃, OCF₃, CH₃ and CF₃, and the alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups.

Claim 54 (new): The compound of Claim 52 wherein R² is taken separately from R³ and represents methyl or cyclopropyl.

Claim 55 (new): The compound of Claim 47 wherein R³ is taken separately from R² and is selected from the group consisting of: C₁₋₁₄alkyl, C₂₋₁₀alkenyl, SC₁₋₆alkyl, C₆₋₁₀aryl, heterocyclyl and heteroaryl, said alkyl, alkenyl, aryl, heterocyclyl, heteroaryl and the alkyl portion of SC₁₋₆alkyl being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH₂, NHC₁₋₄alkyl, N(C₁₋₄alkyl)₂, C₁₋₄alkyl, OC₁₋₄alkyl, CN, C₁₋₄alkylS(O)_x- wherein x is 0, 1 or 2, C₁₋₄alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNHSO₂- and (C₁₋₄alkyl)₂NSO₂-, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C₁₋₄alkyl, C₁₋₄alkylS(O)_x-, with x as previously defined, C₁₋₄alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNHSO₂-, (C₁₋₄alkyl)₂NSO₂-, CN, OH, OC₁₋₄alkyl, and, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with 1-5 halo and 1 group selected from OH and OC₁₋₃alkyl.

Claim 56 (new): The compound of Claim 55 wherein R³ is taken separately from R² and is selected from the group consisting of: C₁₋₁₄alkyl, C₆₋₁₀aryl, heterocyclyl and heteroaryl,

said groups being optionally substituted with (a) R; (b) 1-6 halo groups and (c) 1-3 groups selected from OH, NH₂, NHC₁₋₄alkyl, N(C₁₋₄alkyl)₂, C₁₋₄alkyl, OC₁₋₄alkyl, CN, C₁₋₄alkylS(O)_x- wherein x is 0, 1 or 2, C₁₋₄alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNH₂SO₂-, (C₁₋₄alkyl)₂NSO₂-, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups.

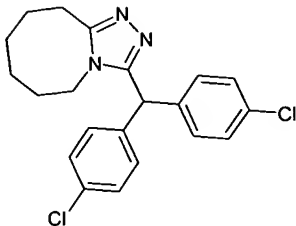
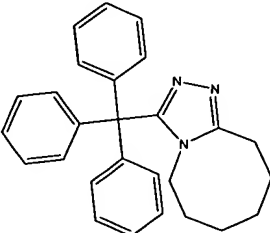
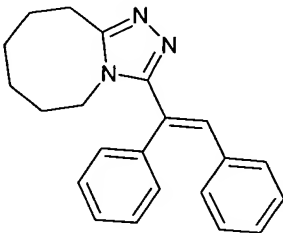
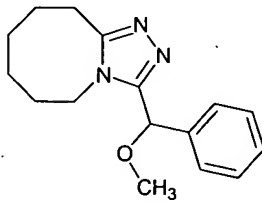
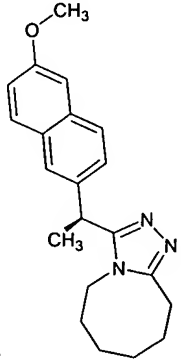
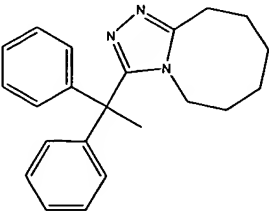
Claim 57 (new): The compound of Claim 55 wherein R³ is taken separately and is selected from the group consisting of: cyclopropyl optionally substituted with methyl or phenyl; phenyl optionally substituted with halo, OH, OCH₃ or OCF₃; heteroaryl selected from benzimidazolyl, indolyl, benzofuranyl, and dihydrobenzofuranyl, said heteroaryl groups being optionally substituted with: (a) R; (b) 1-6 halo groups or (c) 1-3 groups selected from OH, NH₂, NHC₁₋₄alkyl, N(C₁₋₄alkyl)₂, C₁₋₄alkyl, OC₁₋₄alkyl, CN, C₁₋₄alkylS(O)_x- wherein x is 0, 1 or 2, C₁₋₄alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNH₂SO₂-, (C₁₋₄alkyl)₂NSO₂-, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with phenyl and 1-3 halo groups, and R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 groups selected from halo, C₁₋₄alkyl, OH, OC₁₋₄alkyl, and, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with 1-5 halo groups and 1 group selected from OH and OC₁₋₃alkyl.

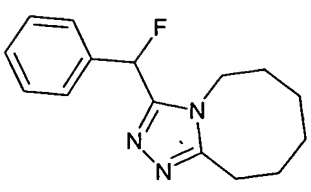
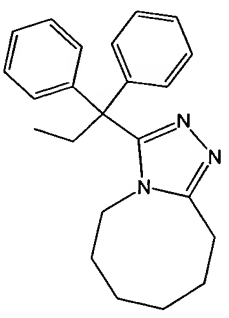
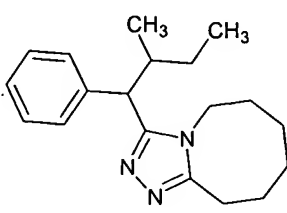
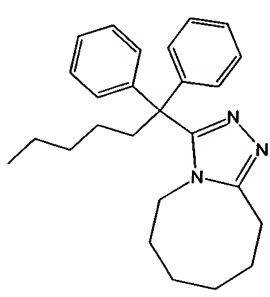
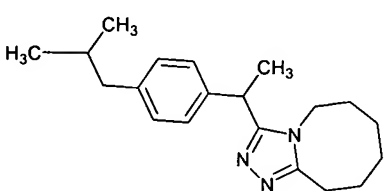
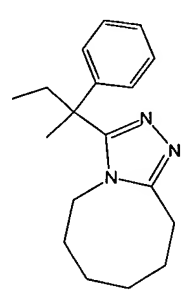
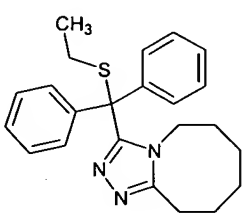
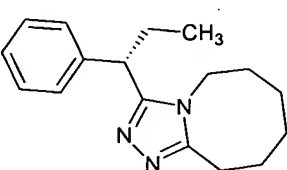
Claim 58 (new): The compound of Claim 47 wherein R² and R³ are taken together and represent: (a) a C₃₋₈ alkanediyl forming a fused 5-10 membered non-aromatic ring optionally interrupted with 1 double bond, and optionally interrupted by 1 heteroatom selected from O, S and N; or (b) a fused 6-10 membered aromatic monocyclic or bicyclic group, said alkanediyl and aromatic monocyclic or bicyclic group being optionally substituted with 1-3 halo atoms, and 1-2 of OH, C₁₋₃alkyl, OC₁₋₃alkyl, haloC₁₋₃alkyl, haloC₁₋₃alkoxy and phenyl, said phenyl being optionally substituted with 1-2 groups independently selected from halo, C₁₋₃alkyl, OC₁₋₃alkyl, and said C₁₋₃alkyl and the C₁₋₃alkyl portion of OC₁₋₃alkyl being optionally substituted with 1-3 halo groups.

Claim 59 (new): The compound of Claim 47 wherein R is selected from heterocyclyl, heteroaryl and aryl, said group being optionally substituted with 1-4 halo groups and 1-2 groups selected from C₁₋₄alkyl, C₁₋₄alkylS(O)_x-, wherein x is 0, 1 or 2, C₁₋₄

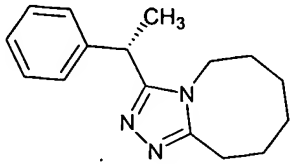
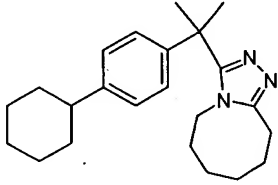
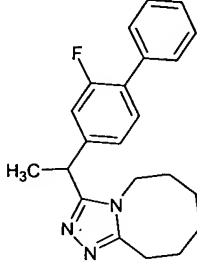
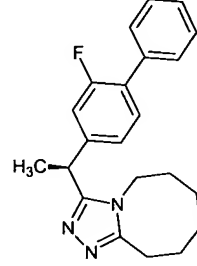
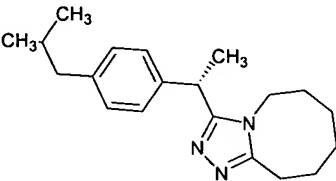
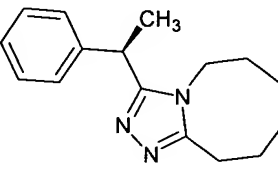
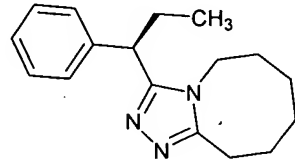
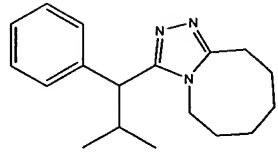
alkylSO₂NH-, H₂NSO₂-, C₁₋₄alkylNHSO₂-, (C₁₋₄ alkyl)₂NSO₂-, CN, OH and OC₁₋₄alkyl, said C₁₋₄alkyl and the C₁₋₄alkyl portions of said groups being optionally substituted with 1-3 halo groups and 1 group selected from OH and OC₁₋₃alkyl.

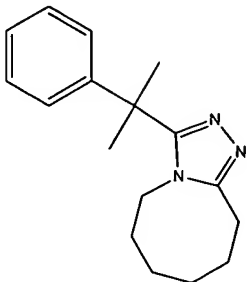
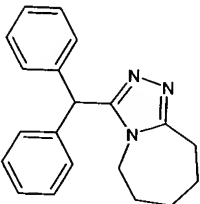
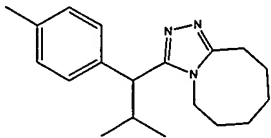
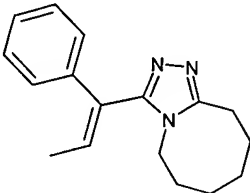
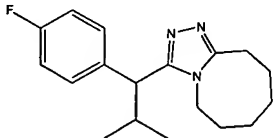
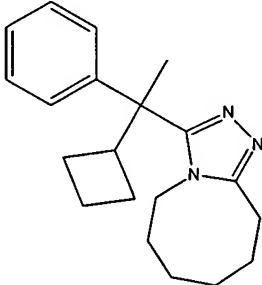
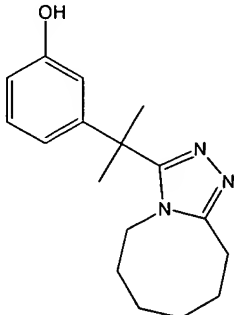
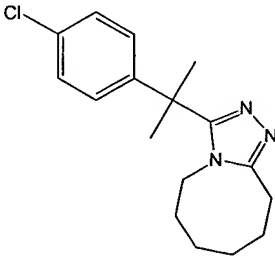
Claim 60 (new): The compound of Claim 47 selected from the table set forth below:

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or a pharmaceutically acceptable salt or solvate thereof.

Claim 61 (new): A pharmaceutical composition comprising a compound in accordance with Claim 47 in combination with a pharmaceutically acceptable carrier.

Claim 62 (new): A method of treating hyperglycemia, diabetes or insulin resistance in a mammalian patient in need of such treatment which comprises administering to said patient an effective amount of a compound in accordance with Claim 47.

Claim 63 (new): A method of treating non-insulin dependent diabetes mellitus in a mammalian patient in need of such treatment comprising administering to the patient an anti-diabetic effective amount of a compound in accordance with Claim 47.

Claim 64 (new) A method of treating obesity in a mammalian patient in need of such treatment comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat obesity.

Claim 65 (new): A method of treating Syndrome X in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat Syndrome X.

Claim 66 (new): A method of treating a lipid disorder selected from the group consisting of dyslipidemia, hyperlipidemia, hypertriglyceridemia, hypercholesterolemia, low HDL and high LDL in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount that is effective to treat said lipid disorder.

Claim 67 (new): A method of treating atherosclerosis in a mammalian patient in need of such treatment, comprising administering to said patient a compound in accordance with Claim 47 in an amount effective to treat atherosclerosis.